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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

JENIAM FOUNDATION

A Employer identification number

62-1516244

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

270 BREMINGTON PLACE

(901) 454-7080

City or town, state, and ZIP code

MEMPHIS, TN 38111

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) \$ 19,565,762.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A) check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

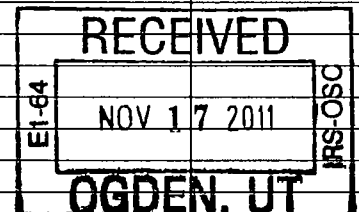
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

|                                                                                                | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc. received (attach schedule)                                | 0.                                 |                           |                         |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                           | 23.                                | 23.                       |                         | ATCH 1                                                      |
| 4 Dividends and interest from securities                                                       | 295,178.                           | 295,128.                  |                         | ATCH 2                                                      |
| 5a Gross rents                                                                                 |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                       | 1,492,916.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                  | 2,981,445.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                               |                                    | 1,537,970.                |                         |                                                             |
| 8 Net short-term capital gain                                                                  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                         |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                    |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                      |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                     |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                              | -31,912.                           | 10,804.                   |                         | ATCH 3                                                      |
| 12 Total. Add lines 1 through 11                                                               | 1,756,205.                         | 1,843,925.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                         | 81,750.                            |                           |                         | 81,750.                                                     |
| 14 Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                            | 11,220.                            |                           |                         | 11,220.                                                     |
| 16a Legal fees (attach schedule) ATCH 4                                                        | 134.                               | 0.                        | 0.                      | 134.                                                        |
| b Accounting fees (attach schedule) ATCH 5                                                     | 13,300.                            | 10,600.                   | 0.                      | 0.                                                          |
| c Other professional fees (attach schedule) *                                                  | 1,000.                             |                           |                         | 1,000.                                                      |
| 17 Interest. ATTACHMENT 7                                                                      | 18,273.                            | 17,114.                   |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions) *                                 | 49,428.                            | 16,138.                   |                         | 6,254.                                                      |
| 19 Depreciation (attach schedule) and depletion                                                |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                   |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                           | 597.                               |                           |                         | 597.                                                        |
| 22 Printing and publications                                                                   |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) ATCH 9                                                     | 137,256.                           | 130,893.                  |                         | 6,107.                                                      |
| 24 Total operating and administrative expenses. Add lines 13 through 23                        | 312,958.                           | 174,745.                  | 0.                      | 107,062.                                                    |
| 25 Contributions, gifts, grants paid                                                           | 776,637.                           |                           |                         | 776,637.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                       | 1,089,595.                         | 174,745.                  | 0.                      | 883,699.                                                    |
| 27 Subtract line 26 from line 12                                                               |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                            | 666,610.                           |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                               |                                    | 1,669,180.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                 |                                    |                           |                         |                                                             |



For Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 6 JSA \*\* ATCH 8

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

|                                                                                                            |                                                                                                                                          | Beginning of year | End of year    |                       |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                            |                                                                                                                                          | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                              | 1 Cash - non-interest-bearing . . . . .                                                                                                  | 174,846.          | 98,594.        | 98,594.               |
|                                                                                                            | 2 Savings and temporary cash investments . . . . .                                                                                       | 698,818.          | 68.            | 68.                   |
|                                                                                                            | 3 Accounts receivable ▶ 640,808.                                                                                                         |                   |                |                       |
|                                                                                                            | Less allowance for doubtful accounts ▶ . . . . .                                                                                         | 278,801.          | 640,808.       | 640,808.              |
|                                                                                                            | 4 Pledges receivable ▶ . . . . .                                                                                                         |                   |                |                       |
|                                                                                                            | Less allowance for doubtful accounts ▶ . . . . .                                                                                         |                   |                |                       |
|                                                                                                            | 5 Grants receivable . . . . .                                                                                                            |                   |                |                       |
|                                                                                                            | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) |                   |                |                       |
|                                                                                                            | 7 Other notes and loans receivable (attach schedule) ▶ *                                                                                 |                   | * 23,000.      | ATCH 10               |
|                                                                                                            | Less allowance for doubtful accounts ▶ . . . . .                                                                                         | 44,150.           | 23,000.        | 23,000.               |
|                                                                                                            | 8 Inventories for sale or use . . . . .                                                                                                  |                   |                |                       |
|                                                                                                            | 9 Prepaid expenses and deferred charges . . . . .                                                                                        |                   |                |                       |
|                                                                                                            | 10 a Investments - US and state government obligations (attach schedule) . . . . .                                                       |                   |                |                       |
|                                                                                                            | b Investments - corporate stock (attach schedule) ATCH 11                                                                                | 113,437.          | 56,718.        | 817,770.              |
|                                                                                                            | c Investments - corporate bonds (attach schedule) . . . . .                                                                              |                   |                |                       |
|                                                                                                            | 11 Investments - land, buildings, and equipment basis . . . . .                                                                          |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶ . . . . .                                                |                                                                                                                                          |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                  |                                                                                                                                          |                   |                |                       |
| 13 Investments - other (attach schedule) . . . . . ATCH 12                                                 | 13,082,625.                                                                                                                              | 14,240,099.       | 17,985,522.    |                       |
| 14 Land, buildings, and equipment basis . . . . .                                                          |                                                                                                                                          |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶ . . . . .                                                |                                                                                                                                          |                   |                |                       |
| 15 Other assets (describe ▶ . . . . .)                                                                     |                                                                                                                                          |                   |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 14,392,677.                                                                                                                              | 15,059,287.       | 19,565,762.    |                       |
| <b>Liabilities</b>                                                                                         | 17 Accounts payable and accrued expenses . . . . .                                                                                       |                   |                |                       |
|                                                                                                            | 18 Grants payable . . . . .                                                                                                              |                   |                |                       |
|                                                                                                            | 19 Deferred revenue . . . . .                                                                                                            |                   |                |                       |
|                                                                                                            | 20 Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                    |                   |                |                       |
|                                                                                                            | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                         |                   |                |                       |
|                                                                                                            | 22 Other liabilities (describe ▶ . . . . .)                                                                                              |                   |                |                       |
| 23 Total liabilities (add lines 17 through 22) . . . . .                                                   | 0.                                                                                                                                       | 0.                |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                         | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.            |                   |                |                       |
|                                                                                                            | 24 Unrestricted . . . . .                                                                                                                |                   |                |                       |
|                                                                                                            | 25 Temporarily restricted . . . . .                                                                                                      |                   |                |                       |
|                                                                                                            | 26 Permanently restricted . . . . .                                                                                                      |                   |                |                       |
|                                                                                                            | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>              |                   |                |                       |
|                                                                                                            | 27 Capital stock, trust principal, or current funds . . . . .                                                                            |                   |                |                       |
|                                                                                                            | 28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                               |                   |                |                       |
|                                                                                                            | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                            | 14,392,677.       | 15,059,287.    |                       |
|                                                                                                            | 30 Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                         | 14,392,677.       | 15,059,287.    |                       |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .              | 14,392,677.                                                                                                                              | 15,059,287.       |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|                                                                                                                                                                        |   |             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 14,392,677. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 666,610.    |
| 3 Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |             |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 15,059,287. |
| 5 Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 |             |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 15,059,287. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)                                                                                                       |                                            |                                                 | (b) How acquired<br>P-Purchase<br>D-Donation                                              | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                                                          |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                                   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                              |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                                             |                                            |                                                 | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |                                      |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                                                | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                           |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                           |                                            |                                                 | <b>2</b>                                                                                  | 1,537,970.                           |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>If (loss), enter -0- in Part I, line 8. . . . . |                                            |                                                 | <b>3</b>                                                                                  |                                      |                                  |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                                                                                                                                  | 802,621.                                 | 15,894,689.                                  | 0.050496                                                    |
| 2008                                                                                                                                                                                  | 958,004.                                 | 18,194,870.                                  | 0.052652                                                    |
| 2007                                                                                                                                                                                  | 953,571.                                 | 20,131,622.                                  | 0.047367                                                    |
| 2006                                                                                                                                                                                  | 872,807.                                 | 18,095,862.                                  | 0.048232                                                    |
| 2005                                                                                                                                                                                  | 876,203.                                 | 17,162,591.                                  | 0.051053                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  |                                          |                                              | <b>2</b> 0.249800                                           |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years |                                          |                                              | <b>3</b> 0.049960                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 |                                          |                                              | <b>4</b> 17,934,701.                                        |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    |                                          |                                              | <b>5</b> 896,018.                                           |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   |                                          |                                              | <b>6</b> 16,692.                                            |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            |                                          |                                              | <b>7</b> 912,710.                                           |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         |                                          |                                              | <b>8</b> 906,699.                                           |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|                                                                                                                                                                                                                                               |    |         |          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |    | 1       | 33,384.  |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                             |    |         |          |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                      |    |         |          |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                   |    | 2       |          |
| 3 Add lines 1 and 2                                                                                                                                                                                                                           |    | 3       | 33,384.  |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                 |    | 4       | 0.       |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                     |    | 5       | 33,384.  |
| 6 Credits/Payments                                                                                                                                                                                                                            |    |         |          |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                           | 6a | 19,577. |          |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                         | 6b | 0.      |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                         | 6c | 18,000. |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                                     | 6d |         |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                         | 7  | 37,577. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                                | 8  | 269.    |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                               | 9  |         |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                                  | 10 | 3,924.  |          |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax                                                                                                                                                                           | 11 | 3,924.  | Refunded |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                         | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                                 |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation \$ _____ (2) On foundation managers \$ _____                                                                                                                                                                               |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____                                                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                          |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                            |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                          | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                      | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                     | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TN,                                                                                                                                                                                                                                |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                           | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   |     | X  |

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**Part VII-A Statements Regarding Activities (continued)**

|                                                         |                                                                                                                                                                                                                                                                                                                                                    |    |     |      |
|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|------|
| 11                                                      | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .                                                                                                                                   | 11 |     | X    |
| 12                                                      | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .                                                                                                                                                                                                                    | 12 |     | X    |
| 13                                                      | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                                                                                                                                                                      | 13 | X   |      |
| Website address ▶ N/A                                   |                                                                                                                                                                                                                                                                                                                                                    |    |     |      |
| 14                                                      | The books are in care of ▶ CHARLOTTE KING Telephone no ▶ 901-454-7080                                                                                                                                                                                                                                                                              |    |     |      |
| Located at ▶ 270 BREMINGTON MEMPHIS, TN ZIP + 4 ▶ 38111 |                                                                                                                                                                                                                                                                                                                                                    |    |     |      |
| 15                                                      | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15                                                                                                                                       |    |     |      |
| 16                                                      | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No X |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                       |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                               |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                   |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                               |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                     | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .                                                                                                                                                                                                                                                                                                        | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                            |     |    |
| a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶                                                                                                                                                                                                                                               |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .                                                                                                                                                                        | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶                                                                                                                                                                                                                                                                                                                                                                                        |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                |     |    |
| b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) . . . . . | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                               | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .                                                                                                                                                                                                                                                              | 4b  | X  |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 13        |                                                           | 81,750.                                   | 11,220.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           | 0.               | 0.                                                                    | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000 ☐

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000                        | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                               |                     | 0.               |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | NONE             |

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|        | Expenses |
|--------|----------|
| 1 NONE | 0.       |
| 2      |          |
| 3      |          |
| 4      |          |

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

|                                                                        | Amount  |
|------------------------------------------------------------------------|---------|
| 1 LOAN-AMERICAN BIRD CONSERVANCY - A 501(C)(3) ORGANIZATION            | 20,000. |
| 2 LOAN-NEW CANAAN PUBLIC ACCESS - A 501(C)(3) ORGANIZATION             | 3,000.  |
| All other program-related investments. See page 24 of the instructions |         |
| 3 LOAN - MEMPHIS BROOKS MUSEUM OF ART-A 501(C)(3) ORGANIZATION         |         |
| Total. Add lines 1 through 3 . . . . .                                 | 23,000. |

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|   |                                                                                                                           |    |             |
|---|---------------------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes                |    |             |
| a | Average monthly fair market value of securities                                                                           | 1a | 5,369,224.  |
| b | Average of monthly cash balances                                                                                          | 1b | 399,050.    |
| c | Fair market value of all other assets (see page 25 of the instructions)                                                   | 1c | 12,439,544. |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                                     | 1d | 18,207,818. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | 1e |             |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                                      | 2  | 0.          |
| 3 | Subtract line 2 from line 1d                                                                                              | 3  | 18,207,818. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4  | 273,117.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4               | 5  | 17,934,701. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                                      | 6  | 896,735.    |

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                           |    |          |
|----|-----------------------------------------------------------------------------------------------------------|----|----------|
| 1  | Minimum investment return from Part X, line 6                                                             | 1  | 896,735. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                                    | 2a | 33,384.  |
| b  | Income tax for 2010 (This does not include the tax from Part VI)                                          | 2b |          |
| c  | Add lines 2a and 2b                                                                                       | 2c | 33,384.  |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 863,351. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 44,150.  |
| 5  | Add lines 3 and 4                                                                                         | 5  | 907,501. |
| 6  | Deduction from distributable amount (see page 25 of the instructions)                                     | 6  |          |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 907,501. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|   |                                                                                                                                                                     |    |          |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                                           |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | 1a | 883,699. |
| b | Program-related investments - total from Part IX-B                                                                                                                  | 1b | 23,000.  |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | 2  | 0.       |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |    |          |
| a | Suitability test (prior IRS approval required)                                                                                                                      | 3a | 0.       |
| b | Cash distribution test (attach the required schedule)                                                                                                               | 3b | 0.       |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | 4  | 906,699. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5  | N/A      |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | 6  | 906,699. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 907,501.    |
| <b>2</b> Undistributed income, if any, as of the end of 2010                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only . . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20 08 20 07 20 06 . . . . .                                                                                                                                  |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2010                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2005 . . . . .                                                                                                                                                                | 39,848.       |                            |             |             |
| <b>b</b> From 2006 . . . . .                                                                                                                                                                | 684.          |                            |             |             |
| <b>c</b> From 2007 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2008 . . . . .                                                                                                                                                                | 4,010.        |                            |             |             |
| <b>e</b> From 2009 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 44,542.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 906,699.                                                                                                              |               |                            |             |             |
| <b>a</b> Applied to 2009, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                             |               |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount . . . . .                                                                                                                                     |               |                            |             | 906,699.    |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2010 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | 802.          |                            |             | 802.        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          | 43,740.       |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               |                            |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                           |               |                            |             |             |
| <b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                             |               |                            |             |             |
| <b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .                                                                |               |                            |             |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .                   |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               | 39,046.       |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 4,694.        |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2006 . . . . .                                                                                                                                                         | 684.          |                            |             |             |
| <b>b</b> Excess from 2007 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2008 . . . . .                                                                                                                                                         | 4,010.        |                            |             |             |
| <b>d</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            |             |             |

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**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                    | Prior 3 years |          |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                             | (a) 2010      | (b) 2009 | (c) 2008 | (d) 2007 |           |
| b 85% of line 2a . . . . .                                                                                                                                  |               |          |          |          |           |
| c Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |               |          |          |          |           |
| d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |               |          |          |          |           |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |               |          |          |          |           |
| 3 Complete 3a, b, or c for the alternative test relied upon:                                                                                                |               |          |          |          |           |
| a "Assets" alternative test - enter:                                                                                                                        |               |          |          |          |           |
| (1) Value of all assets . . . . .                                                                                                                           |               |          |          |          |           |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          |          |           |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |               |          |          |          |           |
| c "Support" alternative test - enter:                                                                                                                       |               |          |          |          |           |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          |          |           |
| (3) Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          |          |           |
| (4) Gross investment income . . . . .                                                                                                                       |               |          |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

ATTACHMENT 14

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed  
N/A

b The form in which applications should be submitted and information and materials they should include

ATTACHMENT 15

c Any submission deadlines

THERE ARE NO FORMAL SUBMISSION DEADLINES.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATTACHMENT 16

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div>   |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------|---------------------|
| <div>a Paid during the year</div> <div>ATTACHMENT 17</div>          |                                                                                                                     |                                           |                                             |                     |
| <div>Total . . . . .</div>                                          |                                                                                                                     |                                           | <div>▶ 3a</div>                             | <div>776,637.</div> |
| <div>b Approved for future payment</div>                            |                                                                                                                     |                                           |                                             |                     |
| <div>Total . . . . .</div>                                          |                                                                                                                     |                                           | <div>▶ 3b</div>                             |                     |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated             |                      | Unrelated business income |                       | Excluded by section 512, 513, or 514 |    | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions) |
|------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|----|-------------------------------------------------------------------------------------|
|                                                            | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>Amount                        |    |                                                                                     |
| 1 Program service revenue                                  |                      |                           |                       |                                      |    |                                                                                     |
| a _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| b _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| c _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| d _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| e _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| f _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| g Fees and contracts from government agencies              |                      |                           |                       |                                      |    |                                                                                     |
| 2 Membership dues and assessments . . . . .                |                      |                           |                       |                                      |    |                                                                                     |
| 3 Interest on savings and temporary cash investments       |                      |                           | 14                    | 23.                                  |    |                                                                                     |
| 4 Dividends and interest from securities . . . . .         |                      |                           | 14                    | 295,128.                             |    | 50.                                                                                 |
| 5 Net rental income or (loss) from real estate             |                      |                           |                       |                                      |    |                                                                                     |
| a Debt-financed property . . . . .                         |                      |                           |                       |                                      |    |                                                                                     |
| b Not debt-financed property . . . . .                     |                      |                           |                       |                                      |    |                                                                                     |
| 6 Net rental income or (loss) from personal property .     |                      |                           |                       |                                      |    |                                                                                     |
| 7 Other investment income . . . . .                        | 900000               | -42,716.                  | 14                    | 10,804.                              |    |                                                                                     |
| 8 Gain or (loss) from sales of assets other than inventory | 900000               | 6,790.                    | 18                    | 1,486,126.                           |    |                                                                                     |
| 9 Net income or (loss) from special events . . . . .       |                      |                           |                       |                                      |    |                                                                                     |
| 10 Gross profit or (loss) from sales of inventory . .      |                      |                           |                       |                                      |    |                                                                                     |
| 11 Other revenue a _____                                   |                      |                           |                       |                                      |    |                                                                                     |
| b _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| c _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| d _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| e _____                                                    |                      |                           |                       |                                      |    |                                                                                     |
| 12 Subtotal Add columns (b), (d), and (e) . . . . .        |                      | -35,926.                  |                       | 1,792,081.                           |    | 50.                                                                                 |
| 13 Total. Add line 12, columns (b), (d), and (e) . . . . . |                      |                           |                       |                                      | 13 | 1,756,205.                                                                          |

(See worksheet in line 13 instructions on page 29 to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

|   |                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |       | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |       |     |    |
|   | (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                           | 1a(1) |     | X  |
|   | (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                   | 1a(2) |     | X  |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |       |     |    |
|   | (1) Sales of assets to a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                         | 1b(1) |     | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                   | 1b(2) |     | X  |
|   | (3) Rental of facilities, equipment, or other assets . . . . .                                                                                                                                                                                                                                                                                                                               | 1b(3) |     | X  |
|   | (4) Reimbursement arrangements . . . . .                                                                                                                                                                                                                                                                                                                                                     | 1b(4) |     | X  |
|   | (5) Loans or loan guarantees . . . . .                                                                                                                                                                                                                                                                                                                                                       | 1b(5) |     | X  |
|   | (6) Performance of services or membership or fundraising solicitations . . . . .                                                                                                                                                                                                                                                                                                             | 1b(6) |     | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .                                                                                                                                                                                                                                                                                                   | 1c    |     | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |     |    |

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

|                                                                                                 |                                                                                         |                                |
|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------|
| <b>Type or print</b><br>File by the extended due date for filing your return. See instructions. | Name of exempt organization                                                             | Employer identification number |
|                                                                                                 | JENIAM FOUNDATION                                                                       | 62-1516244                     |
|                                                                                                 | Number, street, and room or suite no. If a P.O. box, see instructions                   |                                |
|                                                                                                 | 270 BREMINGTON PLACE                                                                    |                                |
|                                                                                                 | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                |
|                                                                                                 | MEMPHIS, TN 38111                                                                       |                                |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 990-EZ                              | 03          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **CHARLOTTE KING**

Telephone No **901-454-7080**

FAX No **901-452-5085**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20**11**

5 For calendar year **2010**, or other tax year beginning **20**, and ending **20**

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension  
**ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED AND PROCESSED FROM THIRD PARTIES.**

|                                                                                                                                                                                                                                           |              |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                                 | <b>8a</b> \$ | 37,577. |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | <b>8b</b> \$ | 37,577. |
| <b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions                                                           | <b>8c</b> \$ | 0.      |

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Donna D. Wade**

Title **CPA**

Date **08/11/11**

Form 8868 (Rev. 1-2011)

Form **8868**

(Rev. January 2011)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

|                                                                                           |                                                                                                                     |                                                     |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions | Name of exempt organization<br><b>JENIAM FOUNDATION</b>                                                             | Employer identification number<br><b>62-1516244</b> |
|                                                                                           | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>270 BREMINGTON PLACE</b>                |                                                     |
|                                                                                           | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>MEMPHIS, TN 38111</b> |                                                     |

Enter the Return code for the return that this application is for (file a separate application for each return)  

| Application Is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990                                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

- The books are in the care of ► CHARLOTTE KING

Telephone No ► 901-454-7080FAX No ► 901-452-5085

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)           . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☒ calendar year 20 10 or

► ☐ tax year beginning           , 20           , and ending           , 20           

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|                                                                                                                                                                                      |       |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                   | 3a \$ | 37,577. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ | 19,577. |
| c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions      | 3c \$ | 18,000. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)



**JENIAM FOUNDATION  
FORM 990-PF – 2010**

**STATEMENT REQUIRED BY REG. SEC. 53.4945-5(d)**

On 6/9/10, the Jeniam Foundation made a grant in the amounts of \$10,000 to the Dorset Opera, a foreign charity, over which the Foundation must exercise expenditure responsibility as required by IRC Sec. 4945(d)(4)(B) in accordance with IRC Sec. 4945(h).

**NAME/ADDRESS OF THE GRANTEE**

Dorset Opera  
Bryanston School, Blandford Forum  
Stalbridge, Dorset DT11 OPX, UK

**DATE/AMOUNT OF THE GRANT**

6/09/10 - \$10,000

**PURPOSE OF THE GRANT**

Payment of fees for soloists of Dorset Opera.

**AMOUNTS EXPENDED BY THE GRANTEE**

\$10,000

**STATEMENT REGARDING DIVERSION OF FUNDS**

The Jeniam Foundation has confirmed that the grantee used the funds for the purpose for which they were intended. The contribution was used to assist the entity in paying the fees of soloists for the Dorset Opera. The quality of the soloists is critical to the success of any opera and, in particular, to achieving earned revenue goals. As such, Jeniam Foundation encouraged Dorset Opera to attract the best available singers.

Founded in 1974, Dorset Opera is registered in England & Wales as a charity (No. 1105318). Their mission is to spread the benefits of opera to all – especially the young. They sponsor an intensive residential summer school bringing together experienced professionals to work with an amateur chorus and stage crew.

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                            |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                              | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 200,056.                                     |                                       | FROM MERCED PARTNERS, LP-CAPITAL GAIN<br>PROPERTY TYPE: OTHER          |                          |                                |                                    | P            | VAR<br>200,056.      | VAR       |
| 8.                                           |                                       | FROM MERCED PARTNERS, LP-SEC 1231<br>PROPERTY TYPE: OTHER              |                          |                                |                                    | P            | VAR<br>8.            | VAR       |
| 84,770.                                      |                                       | FROM GT EMERGING MARKETS, LP-STCG<br>PROPERTY TYPE: OTHER              |                          |                                |                                    | P            | VAR<br>84,770.       | VAR       |
| 127,777.                                     |                                       | FROM GT EMERGING MARKETS, LP-LTCG<br>PROPERTY TYPE: OTHER              |                          |                                |                                    | P            | VAR<br>127,777.      | VAR       |
| 11,534.                                      |                                       | FROM GT EMERGING MARKETS, LP-SEC 1256<br>PROPERTY TYPE: OTHER          |                          |                                |                                    | P            | VAR<br>11,534.       | VAR       |
|                                              |                                       | FROM GT EMERGING MARKETS, LP-SEC 1231<br>PROPERTY TYPE: OTHER<br>894.  |                          |                                |                                    | P            | VAR<br>-894.         | VAR       |
| 24,145.                                      |                                       | FROM MIDLAND US FUND, LP-STCG<br>PROPERTY TYPE: OTHER                  |                          |                                |                                    | P            | VAR<br>24,145.       | VAR       |
| 37,965.                                      |                                       | FROM MIDLAND US FUND, LP-LTCG<br>PROPERTY TYPE: OTHER                  |                          |                                |                                    | P            | VAR<br>37,965.       | VAR       |
| 37,819.                                      |                                       | FROM MIDLAND INTRNATL EQTY FUND, LP-STCG<br>PROPERTY TYPE: OTHER       |                          |                                |                                    | P            | VAR<br>37,819.       | VAR       |
| 145,472.                                     |                                       | FROM MIDLAND INTRNATL EQTY FUND, LP-LTCG<br>PROPERTY TYPE: OTHER       |                          |                                |                                    | P            | VAR<br>145,472.      | VAR       |
|                                              |                                       | FROM MIDLAND INTRNTL EQ FD, LP-SEC 1256<br>PROPERTY TYPE: OTHER<br>91. |                          |                                |                                    | P            | VAR<br>-91.          | VAR       |
| 2,495.                                       |                                       | FROM PALLADIAN PARTNERS IV, LLC-STCG<br>PROPERTY TYPE: OTHER           |                          |                                |                                    | P            | VAR<br>2,495.        | VAR       |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                               |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|---------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                 | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 15,155.                                      |                                       | FROM PALLADIAN PARTNERS IV, LLC-LTCG<br>PROPERTY TYPE: OTHER              |                          |                                |                                    | P            | VAR<br>15,155.       | VAR       |
| 48.                                          |                                       | FROM PALLADIAN PARTNERS IV, LLC-SEC 1256<br>PROPERTY TYPE: OTHER          |                          |                                |                                    | P            | VAR<br>48.           | VAR       |
|                                              |                                       | FROM PALLADIAN PARTNERS IV, LLC-SEC 1231<br>PROPERTY TYPE: OTHER<br>893.  |                          |                                |                                    | P            | VAR<br>-893.         | VAR       |
| 8,084.                                       |                                       | FROM PALLADIAN PARTNERS V-A, LLC-STCG<br>PROPERTY TYPE: OTHER             |                          |                                |                                    | P            | VAR<br>8,084.        | VAR       |
| 28,582.                                      |                                       | FROM PALLADIAN PARTNERS V-A, LLC-LTCG<br>PROPERTY TYPE: OTHER             |                          |                                |                                    | P            | VAR<br>28,582.       | VAR       |
| 9,034.                                       |                                       | FROM PALLADIAN PARTNERS V-A LLC-SEC 1231<br>PROPERTY TYPE: OTHER          |                          |                                |                                    | P            | VAR<br>9,034.        | VAR       |
|                                              |                                       | FROM GT REAL PROP HOLDINGS II, LLC-STCL<br>PROPERTY TYPE: OTHER<br>346.   |                          |                                |                                    | P            | VAR<br>-346.         | VAR       |
|                                              |                                       | FROM GT REAL PROP HOLDINGS II, LLC-LTCL<br>PROPERTY TYPE: OTHER<br>9,590. |                          |                                |                                    | P            | VAR<br>-9,590.       | VAR       |
|                                              |                                       | FROM GT REAL PROP HLDGS II LLC-SEC 1256<br>PROPERTY TYPE: OTHER<br>207.   |                          |                                |                                    | P            | VAR<br>-207.         | VAR       |
| 514.                                         |                                       | FROM GT REAL PROP HLDGS II LLC-SEC 1231<br>PROPERTY TYPE: OTHER           |                          |                                |                                    | P            | VAR<br>514.          | VAR       |
|                                              |                                       | FROM GT REAL PROP HOLDINGS III, LLC-STCL<br>PROPERTY TYPE: OTHER<br>197.  |                          |                                |                                    | P            | VAR<br>-197.         | VAR       |
| 33,694.                                      |                                       | FROM GT REAL PROP HOLDINGS III, LLC-LTCG<br>PROPERTY TYPE: OTHER          |                          |                                |                                    | P            | VAR<br>33,694.       | VAR       |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                             |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|-------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                               | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
|                                              |                                       | FROM GT REAL PROP HLDGS III LLC-SEC 1256<br>PROPERTY TYPE: OTHER<br>98. |                          |                                |                                    | P            | VAR<br>-98.          | VAR       |
| 5,684.                                       |                                       | FROM GT REAL PROP HLDGS III LLC-SEC 1231<br>PROPERTY TYPE: OTHER        |                          |                                |                                    | P            | VAR<br>5,684.        | VAR       |
| 613.                                         |                                       | FROM GT REAL PROP HOLDINGS IV, LLC-STCG<br>PROPERTY TYPE: OTHER         |                          |                                |                                    | P            | VAR<br>613.          | VAR       |
| 4,394.                                       |                                       | FROM GT REAL PROP HOLDINGS IV, LLC-LTCG<br>PROPERTY TYPE: OTHER         |                          |                                |                                    | P            | VAR<br>4,394.        | VAR       |
|                                              |                                       | FROM GT REAL PROP HLDGS IV, LLC-SEC 1256<br>PROPERTY TYPE: OTHER<br>8.  |                          |                                |                                    | P            | VAR<br>-8.           | VAR       |
| 588.                                         |                                       | FROM GT REAL PROP HLDGS IV, LLC-SEC 1231<br>PROPERTY TYPE: OTHER        |                          |                                |                                    | P            | VAR<br>588.          | VAR       |
|                                              |                                       | FROM TITAN MASTERS FUND, LP-SEC 1256<br>PROPERTY TYPE: OTHER<br>28.     |                          |                                |                                    | P            | VAR<br>-28.          | VAR       |
|                                              |                                       | FROM TITAN MASTERS FUND, LP-SEC 1231<br>PROPERTY TYPE: OTHER<br>299.    |                          |                                |                                    | P            | VAR<br>-299.         | VAR       |
|                                              |                                       | GT EMERGING MARKETS, LP-STCG TO 990-T<br>PROPERTY TYPE: OTHER<br>6,628. |                          |                                |                                    | P            | VAR<br>-6,628.       | VAR       |
|                                              |                                       | GT EMERGING MARKETS, LP-LTCG TO 990-T<br>PROPERTY TYPE: OTHER<br>3,640. |                          |                                |                                    | P            | VAR<br>-3,640.       | VAR       |
| 8.                                           |                                       | MIDLAND US FUND, LP-STCL TO 990-T<br>PROPERTY TYPE: OTHER               |                          |                                |                                    | P            | VAR<br>8.            | VAR       |
| 241.                                         |                                       | MIDLAND US FUND, LP-LTCL TO 990-T<br>PROPERTY TYPE: OTHER               |                          |                                |                                    | P            | VAR<br>241.          | VAR       |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                         |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|---------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                           | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 1.                                           |                                       | MIDLAND INTRNATL EQTY FUND-LTCL TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 1.                   |            |
|                                              |                                       | PALLADIAN PARTNERS IV, LLC-STCG TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       | 33.                                                                 |                          |                                |                                    |              | -33.                 |            |
| 338.                                         |                                       | PALLADIAN PARTNERS IV, LLC-LTCL TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 338.                 |            |
| 681.                                         |                                       | PALLADIAN PTNRS V-A, LLC-LTCL TO 990-T<br>PROPERTY TYPE: OTHER      |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 681.                 |            |
| 1.                                           |                                       | GT REAL PROP HLDGS II, LLC-STCL TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 1.                   |            |
| 2,957.                                       |                                       | GT REAL PROP HLDGS II, LLC-LTCL TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 2,957.               |            |
|                                              |                                       | GT REAL PROP HLDGS III LLC-LTCG TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       | 133.                                                                |                          |                                |                                    |              | -133.                |            |
|                                              |                                       | GT REAL PROP HLDGS IV, LLC-STCG TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       | 60.                                                                 |                          |                                |                                    |              | -60.                 |            |
|                                              |                                       | GT REAL PROP HLDGS IV, LLC-LTCG TO 990-T<br>PROPERTY TYPE: OTHER    |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       | 523.                                                                |                          |                                |                                    |              | -523.                |            |
| 250,000.                                     |                                       | 167.567 TIFF ABSOLUTE RTRN POOL-CLASS C<br>PROPERTY TYPE: OTHER     |                          |                                |                                    | P            | 01/31/2006           | 01/11/2010 |
|                                              |                                       | 199,352.                                                            |                          |                                |                                    |              | 50,648.              |            |
| 481,309.                                     |                                       | 3,000 SH AUTOZONE, INC.<br>PROPERTY TYPE: SECURITIES                |                          |                                |                                    | D            | VAR                  | 03/03/2010 |
|                                              |                                       | 4,875.                                                              |                          |                                |                                    |              | 476,434.             |            |
| 38,733.                                      |                                       | SCHWAB-#4186-CAPITAL GAIN DISTRIBUTION<br>PROPERTY TYPE: SECURITIES |                          |                                |                                    | P            | VAR                  | VAR        |
|                                              |                                       |                                                                     |                          |                                |                                    |              | 38,733.              |            |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                 |                          |                                |                                    | P<br>or<br>D | Date<br>acquired       | Date sold  |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)   |            |
| 333,425.                                     |                                       | 24,685.418 LOOMIS SAYLES BOND FUND<br>PROPERTY TYPE: SECURITIES<br>282,359. |                          |                                |                                    | P            | VAR<br>51,066.         | 01/05/2010 |
| 634,161.                                     |                                       | 44,981.252 LOOMIS SAYLES BOND FUND<br>PROPERTY TYPE: SECURITIES<br>515,541. |                          |                                |                                    | P            | VAR<br>118,620.        | 09/21/2010 |
| 249,950.                                     |                                       | 5,510.800 FIRST EAGLE GLOBAL FUND<br>PROPERTY TYPE: SECURITIES<br>180,258.  |                          |                                |                                    | P            | 11/20/2003<br>69,692.  | 12/01/2010 |
| 49,925.                                      |                                       | 1,082.954 FIRST EAGLE GLOBAL FUND<br>PROPERTY TYPE: SECURITIES<br>35,423.   |                          |                                |                                    | P            | 11/20/2003<br>14,502.  | 12/21/2010 |
| 95,000.                                      |                                       | 4,018.613 LONGLEAF PARTNERS FUND<br>PROPERTY TYPE: SECURITIES<br>125,903.   |                          |                                |                                    | P            | 12/30/2004<br>-30,903. | 02/16/2010 |
| 66,284.                                      |                                       | 2,533.795 LONGLEAF PARTNERS FUND<br>PROPERTY TYPE: SECURITIES<br>76,096.    |                          |                                |                                    | P            | VAR<br>-9,812.         | 04/01/2010 |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                                             |                          |                                |                                    |              | <u>1,537,970.</u>      |            |

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-----------------------------|---------------------------------------------------|--------------------------------------|
| DEUTSCHE BANK-DIVIDENDS     | 2.                                                | 2.                                   |
| US TREASURY INTEREST INCOME | 20.                                               | 20.                                  |
| SCHWAB INTEREST INCOME      | 1.                                                | 1.                                   |
| TOTAL                       | <u>23.</u>                                        | <u>23.</u>                           |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>                    | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------------------|---------------------------------------------------|--------------------------------------|
| CHARLES SCHWAB - #4186                | 133,905.                                          | 133,905.                             |
| CHARLES SCHWAB - #2060                | 23,521.                                           | 23,521.                              |
| INTEREST & DIVIDENDS FROM K-1'S:      |                                                   |                                      |
| MIDLAND US FUND, LP                   | 11,943.                                           | 11,943.                              |
| GT EMERGING MARKETS, LP               | 15,499.                                           | 15,499.                              |
| MIDLAND INTERNATIONAL EQUITY FUND, LP | 27,857.                                           | 27,857.                              |
| GT REAL PROPERTY HOLDINGS II, LLC     | 4,616.                                            | 4,616.                               |
| GT REAL PROPERTY HOLDINGS III, LLC    | 10,271.                                           | 10,271.                              |
| GT REAL PROPERTY HOLDINGS IV, LLC     | 6,401.                                            | 6,401.                               |
| PALLADIAN PARTNERS IV, LLC            | 11,990.                                           | 11,990.                              |
| PALLADIAN PARTNERS V-A, LLC           | 10,340.                                           | 10,340.                              |
| MERCED PARTNERS, LP                   | 38,400.                                           | 38,400.                              |
| TITAN MASTERS FUND, LP                | 385.                                              | 385.                                 |
| TAX EXEMPT INCOME PER K-1'S:          |                                                   |                                      |
| MIDLAND US FUND, LP                   | 39.                                               |                                      |
| MIDLAND INTERNATIONAL EQUITY FUND, LP | 3.                                                |                                      |
| PALLADIAN PARTNERS IV, LLC            | 3.                                                |                                      |
| GT REAL PROPERTY HOLDINGS II, LLC     | 5.                                                |                                      |
| <b>TOTAL</b>                          | <u>295,178.</u>                                   | <u>295,128.</u>                      |



ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------------|-----------------------------------------|-----------------------------|
| OTHER INCOME FROM K-1'S:                |                                         |                             |
| GT EMERGING MKTGS-PORTFOLIO INCOME      | 26,226.                                 | 26,226.                     |
| GT EMERGING MKTGS LP-ORDINARY LOSS      | -15,928.                                | -15,928.                    |
| LESS: GT EMERGING MKTGS-LOSS TO 990-T   |                                         | 567.                        |
| MIDLAND US FUND, LP - ORDINARY LOSS     | -17.                                    | -17.                        |
| LESS: MIDLAND US FUND-INCOME TO 990-T   |                                         | -31.                        |
| MIDLAND INTL EQUITY FND-PORTFOLIO INC   | 16,661.                                 | 16,661.                     |
| MIDLAND INTL EQUITY FND-OTHER LOSS      | -4,627.                                 | -4,627.                     |
| LESS: MIDLAND INTL EQY FD-INC TO 990-T  |                                         | 18.                         |
| GT REAL PROP HLDNGS II LLC-ORD LOSS     | -11,519.                                | -11,519.                    |
| LESS: GTRP HLDNGS II-ORD LOSS TO 990-T  |                                         | 5,246.                      |
| GT REAL PROP HLDNGS II-PORTFOLIO LOSS   | -2,096.                                 | -2,096.                     |
| GT REAL PROP HOLDINGS III-ORDINARY LOSS | -12,554.                                | -12,554.                    |
| LESS: GTRP III-ORDINARY LOSS TO 990-T   |                                         | 4,058.                      |
| GT REAL PROP HLDGS III-PORTFOLIO LOSS   | -1,363.                                 | -1,363.                     |
| GT REAL PROP HLDGS IV-ORDINARY INCOME   | 5,578.                                  | 5,578.                      |
| LESS: GTRP IV-ORDINARY LOSS TO 990-T    |                                         | 889.                        |
| GTRP HLDGS IV-RYLT & PORTFOLIO INCOME   | 32.                                     | 32.                         |
| PALLADIAN PTNRS IV LLC-ORDINARY INCOME  | 6,169.                                  | 6,169.                      |
| LESS: PALLADN PTRS IV-ORD INC TO 990-T  |                                         | -1,347.                     |
| PALLADIAN PTNRS IV-ROYALTY & PORTFOLIO  | 2,162.                                  | 2,162.                      |
| PALLDN PTRS V-A, LLC-ORDINARY LOSS      | -8,525.                                 | -8,525.                     |
| LESS: PALLDN PTRS V-A-LOSS TO 990-T     |                                         | 10,026.                     |
| PALLDN PTRS V-A, LLC-ROYALTY/PORTFOLIO  | 320.                                    | 320.                        |
| MERCED PARTNERS LP-ORDINARY LOSS        | -34,864.                                | -34,864.                    |
| LESS: MERCED PTRS LP-ORD LOSS TO 990-T  |                                         | 35,411.                     |
| MERCED PARTNERS LP-NET RENTAL INCOME    | 11,936.                                 | 11,936.                     |
| LESS: MERCED PTRS LP-RENTAL INC TO 990T |                                         | -11,936.                    |
| MERCED PARTNERS LP-OTHER ORDINARY LOSS  | -10,180.                                | -10,180.                    |
| TITAN MASTERS FD LP-RYTY/PRTFOLIO LOSS  | 28.                                     | 28.                         |
| TITAN MASTERS FUND LP-ORDINARY INCOME   | 649.                                    | 649.                        |
| LESS: TITAN MASTERS FD-ORD INC TO 990T  |                                         | -185.                       |

## TOTALS

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ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------|-----------------------------------------|-----------------------------|
|             | -31,912.                                | 10,804.                     |

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u>     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| BURCH PORTER & JOHNSON | 134.                                              |                                      |                                    | 134.                           |
| TOTALS                 | <u>134.</u>                                       | <u>0.</u>                            | <u>0.</u>                          | <u>134.</u>                    |

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION                 | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|-----------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| DONNA D. WADE, CPA-TAX FEES | 13,300.                                 | 13,300.                     |                           |                        |
| LESS: FEES ALLOC TO 990-T   |                                         | -2,700.                     |                           |                        |
| TOTALS                      | <u>13,300.</u>                          | <u>10,600.</u>              | <u>0.</u>                 | <u>0.</u>              |

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---------------------------------------------------|--------------------------------|
| BARBARA FEIBELMAN, CONSULTANT | 1,000.                                            | 1,000.                         |
| TOTALS                        | <u>1,000.</u>                                     | <u>1,000.</u>                  |

ATTACHMENT 7FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------|-----------------------------------------|-----------------------------|
| INVESTMENT INTEREST EXPENSE  |                                         |                             |
| PER K-1'S:                   |                                         |                             |
| MIDLAND US FUND, LP          | 942.                                    | 942.                        |
| GT EMERGING MARKETS, LP      | 9,094.                                  | 9,094.                      |
| MIDLAND INTL EQUITY FUND, LP | 25.                                     | 25.                         |
| GT REAL PROP HLDG II, LLC    | 978.                                    | 978.                        |
| GT REAL PROP HLDG III, LLC   | 3,254.                                  | 3,254.                      |
| GT REAL PROP HLDG IV, LLC    | 674.                                    | 674.                        |
| MERCED PARTNERS, LP          | 230.                                    | 230.                        |
| PALLADIAN PARTNERS IV, LLC   | 1,494.                                  | 1,494.                      |
| PALLADIAN PARTNERS V-A, LLC  | 295.                                    | 295.                        |
| TITAN MASTERS FUND, LP       | 128.                                    | 128.                        |
| IRS-INTEREST-AMENDED RETURN  | 1,128.                                  | 1,128.                      |
| TN DEPT OF REVENUE-INTEREST  | 31.                                     | 31.                         |
| LESS: INTEREST TO 990-T      |                                         | -1,159.                     |
| TOTALS                       | <u>18,273.</u>                          | <u>17,114.</u>              |

ATTACHMENT 8FORM 990PF, PART I - TAXES

| DESCRIPTION                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|------------------------------|-----------------------------------------|-----------------------------|------------------------|
| PAYROLL TAXES                | 6,254.                                  |                             | 6,254.                 |
| 990-PF TAX PAYMENTS-2010 EST | 9,000.                                  |                             |                        |
| 990-T AMENDED PAYMENT        | 13,721.                                 |                             |                        |
| TN FRANCHISE & EXCISE TAX    | 4,315.                                  | 4,315.                      |                        |
| LESS: TN TAX ALLOC TO 990-T  |                                         | -4,315.                     |                        |
| OTHER STATE TAXES PER K-1'S: |                                         |                             |                        |
| GT EMERGING MARKETS, LP      | 64.                                     | 64.                         |                        |
| MIDLAND US FUND, LP          | 334.                                    | 334.                        |                        |
| MIDLAND INTRNATL EQTY FD, LP | 226.                                    | 226.                        |                        |
| PALLADIAN PARTNERS V-A, LLC  | 61.                                     | 61.                         |                        |
| GT REAL PROP HLDG III, LLC   | 231.                                    | 231.                        |                        |
| FOREIGN TAXES FROM K-1'S:    |                                         |                             |                        |
| MIDLAND US FUND, LP          | 349.                                    | 349.                        |                        |
| MIDLAND INTL EQUITY FUND, LP | 2,113.                                  | 2,113.                      |                        |
| GT EMERGING MARKETS, LP      | 1,754.                                  | 1,754.                      |                        |
| GT REAL PROP HLDG II, LLC    | 4,043.                                  | 4,043.                      |                        |
| GT REAL PROP HLDG III, LLC   | 2,266.                                  | 2,266.                      |                        |
| GT REAL PROP HLDG IV, LLC    | 131.                                    | 131.                        |                        |
| PALLADIAN PARTNERS IV, LLC   | 226.                                    | 226.                        |                        |
| PALLADIAN PARTNERS V-A, LLC  | 341.                                    | 341.                        |                        |
| TITAN MASTERS FUND, LP       | 4.                                      | 4.                          |                        |
| FOREIGN TAXES-SCHWAB-#2060   | 1,372.                                  | 1,372.                      |                        |
| FOREIGN TAXES-SCHWAB-#4186   | 2,623.                                  | 2,623.                      |                        |
| TOTALS                       | <u>49,428.</u>                          | <u>16,138.</u>              | <u>6,254.</u>          |

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|------------------------|
| OFFICE SUPPLIES/EXPENSE        | 3,634.                                  |                             | 3,634.                 |
| PROFESSIONAL DUES/PUBLICATIONS | 545.                                    |                             | 545.                   |
| TELEPHONE EXPENSE              | 1,253.                                  |                             | 1,253.                 |
| INSURANCE EXPENSE              | 675.                                    |                             | 675.                   |
| BANK CHARGES & WIRE FEES       | 1,335.                                  | 1,335.                      |                        |
| DEDUCTIONS RELATED TO          |                                         |                             |                        |
| PORTFOLIO INCOME PER K-1'S:    |                                         |                             |                        |
| MERCED PARTNERS, LP            | 90.                                     | 90.                         |                        |
| MIDLAND US FUND, LP            | 10,024.                                 | 10,024.                     |                        |
| MIDLAND INTL EQUITY FUND, LP   | 21,799.                                 | 21,799.                     |                        |
| PALLADIAN PARTNERS IV, LLC     | 13,786.                                 | 13,786.                     |                        |
| PALLADIAN PARTNERS V-A, LLC    | 19,990.                                 | 19,990.                     |                        |
| GT REAL PROP HLDG II, LLC      | 9,022.                                  | 9,022.                      |                        |
| GT REAL PROP HLDG III, LLC     | 11,136.                                 | 11,136.                     |                        |
| GT REAL PROP HLDG IV, LLC      | 4,792.                                  | 4,792.                      |                        |
| GT EMERGING MARKETS, LP        | 29,610.                                 | 29,610.                     |                        |
| TITAN MASTERS FUND, LP         | 87.                                     | 87.                         |                        |
| OTHER DEDUCTIONS PER K-1'S:    |                                         |                             |                        |
| MERCED PARTNERS, LP            | 1,050.                                  | 1,050.                      |                        |
| PALLADIAN PARTNERS V-A, LLC    | 4,871.                                  | 4,871.                      |                        |
| PALLADIAN PARTNERS IV, LLC     | 3,063.                                  | 3,063.                      |                        |
| GT EMERGING MARKETS, LP        | 1.                                      | 1.                          |                        |
| GT REAL PROP HLDG II, LLC      | 147.                                    | 147.                        |                        |
| GT REAL PROP HLDG III, LLC     | 79.                                     | 79.                         |                        |
| GT REAL PROP HLDG IV, LLC      | 4.                                      | 4.                          |                        |
| TITAN MASTERS FUND, LP         | 7.                                      | 7.                          |                        |
| NONDEDUCTIBLE EXP PER K-1'S:   |                                         |                             |                        |
| GT REAL PROP HOLDINGS II LLC   | 20.                                     |                             |                        |
| GT REAL PROP HOLDINGS III LLC  | 31.                                     |                             |                        |
| GT REAL PROP HOLDINGS IV LLC   | 3.                                      |                             |                        |
| PALLADIAN PARTNERS IV, LLC     | 83.                                     |                             |                        |
| PALLADIAN PARTNERS V-A, LLC    | 113.                                    |                             |                        |



ATTACHMENT 9 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|---------------------|-----------------------------------------|-----------------------------|------------------------|
| MIDLAND US FUND, LP | 2.                                      |                             |                        |
| MERCED PARTNERS, LP | 4.                                      |                             |                        |
| TOTALS              | <u>137,256.</u>                         | <u>130,893.</u>             | <u>6,107.</u>          |

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: BROOKS MUSEUM 501(C)(3)  
ORIGINAL AMOUNT: 13,800.  
DATE OF NOTE: 07/24/2009

BEGINNING BALANCE DUE ..... 3,400.

ENDING BALANCE DUE ..... 0.

ENDING FAIR MARKET VALUE ..... 0.

BORROWER: AMERICAN BIRD CONSERVANCY 501(C)(3)  
ORIGINAL AMOUNT: 20,000.  
DATE OF NOTE: 06/13/2007

BEGINNING BALANCE DUE ..... 12,000.

ENDING BALANCE DUE ..... 0.

ENDING FAIR MARKET VALUE ..... 0.

ATTACHMENT 10 (CONT'D)

BORROWER: SUMMER THEATRE FOR NEW CANAAN  
ORIGINAL AMOUNT: 20,000.  
DATE OF NOTE: 05/17/2007

BEGINNING BALANCE DUE ..... 20,000.

ENDING BALANCE DUE ..... 0.

ENDING FAIR MARKET VALUE ..... 0.

BORROWER: OPERA MEMPHIS 501(C)(3)  
ORIGINAL AMOUNT: 10,000.  
DATE OF NOTE: 04/17/2008

BEGINNING BALANCE DUE ..... 3,750.

ENDING BALANCE DUE ..... 0.

ENDING FAIR MARKET VALUE ..... 0.

ATTACHMENT 10 (CONT'D)

BORROWER: OPERA MEMPHIS 501(C)(3)  
ORIGINAL AMOUNT: 5,000.  
DATE OF NOTE: 09/14/2009

BEGINNING BALANCE DUE ..... 5,000.

ENDING BALANCE DUE ..... 0.

ENDING FAIR MARKET VALUE ..... 0.

BORROWER: AMERICAN BIRD CONSERVANCY 501(C)(3)  
ORIGINAL AMOUNT: 20,000.  
DATE OF NOTE: 05/03/2010

BEGINNING BALANCE DUE ..... 0.

ENDING BALANCE DUE ..... 20,000.

ENDING FAIR MARKET VALUE ..... 20,000.

ATTACHMENT 10 (CONT'D)

BORROWER: NEW CANAAN PUBLIC ACCESS 501(C)(3)  
ORIGINAL AMOUNT: 3,000.

BEGINNING BALANCE DUE ..... 0.

ENDING BALANCE DUE ..... 3,000.

ENDING FAIR MARKET VALUE ..... 3,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 44,150.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 23,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 23,000.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>   | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|----------------------|------------------------------|-----------------------|
| AUTOZONE, INC. STOCK | 56,718.                      | 817,770.              |
| TOTALS               | <u>56,718.</u>               | <u>817,770.</u>       |

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| GT EMERGING MARKETS, LP        | 1,934,510.                   | 2,221,712.            |
| GT OFFSHORE FUND, LTD.-GTGH    | 1,590,740.                   | 2,989,307.            |
| TIFF ABSOLUTE RETURN POOL      | 1,000,115.                   | 1,831,654.            |
| MIDLAND INTNATL EQUITY FND, LP | 1,244,453.                   | 1,812,731.            |
| MIDLAND US FUND, LP            | 883,476.                     | 1,000,800.            |
| GT REAL PROPERTY HLDGS II, LLC | 248,148.                     | 166,185.              |
| PALLADIAN PARTNERS IV, LLC     | 407,924.                     | 499,116.              |
| MERCED PARTNERS, LP            | 442,199.                     | 149,733.              |
| PIMCO ALL ASSET FUND           | 957,528.                     | 943,707.              |
| FIRST EAGLE GLOBAL FUND        | 1,132,976.                   | 1,329,362.            |
| HARBOR INTERNATL FUND-INST     | 888,496.                     | 1,215,376.            |
| LONGLEAF PARTNERS FUND         | 0.                           | 0.                    |
| LOOMIS SAYLES BOND FUND        | 3,012.                       | 3,048.                |
| GT REAL PROPERTY HOLDINGS III  | 436,764.                     | 369,818.              |
| PALLADIAN PARTNERS V-A         | 540,440.                     | 670,517.              |
| TITAN MASTER FUND, LP          | 2,427.                       | 4,794.                |
| GT REAL PROPERTY HOLDINGS IV   | 156,302.                     | 149,470.              |
| FAIRHOLME FUND                 | 730,834.                     | 861,101.              |
| GT OFFSHORE FUND, LTD.-GTP     | 1,000,000.                   | 1,138,629.            |
| PIMCO UNCONSTRAINED FUND       | 639,755.                     | 628,462.              |
| TOTALS                         | <u>14,240,099.</u>           | <u>17,985,522.</u>    |

## JENIAM FOUNDATION

62-1516244

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

| <u>NAME AND ADDRESS</u>                                               | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|-----------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| ANDREW M. CLARKSON<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111       | TRUSTEE<br>15.00                                                | 0.                  | 0.                                                     | 0.                                               |
| CAROLE G. CLARKSON<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111       | TRUSTEE<br>1.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| JENNIFER CLARKSON KILLIN<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111 | TRUSTEE<br>1.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| CHARLOTTE KING<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111           | ASSISTANT EXECUTIVE DIRECTOR<br>25.00                           | 30,000.             | 4,200.                                                 | 0.                                               |
| WILLIAM CLARKSON<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111         | TRUSTEE                                                         | 0.                  | 0.                                                     | 0.                                               |
| HUGH KILLIN, III<br>270 BREMINGTON PLACE<br>MEMPHIS, TN 38111         | EXECUTIVE DIRECTOR<br>30.00                                     | 51,750.             | 7,020.                                                 | 0.                                               |
| GRAND TOTALS                                                          |                                                                 | 81,750.             | 11,220.                                                | 0.                                               |



FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANDREW M. & CAROLE G. CLARKSON  
270 BREMINGTON PLACE  
MEMPHIS, TN 38111

ANDREW AND CAROLE CLARKSON ARE BOTH TRUSTEES OF THE FOUNDATION.

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THERE ARE NO FORMAL APPLICATION GUIDELINES; REQUESTS SHOULD INITIALLY BE IN WRITTEN SUMMARY FORMAT (1-2 PAGES) AND SHOULD INCLUDE BUDGET INFORMATION. THE FOUNDATION WILL REQUEST MORE SPECIFIC DETAILS LATER, AS APPROPRIATE.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

CONTRIBUTIONS WILL ONLY BE MADE TO EXEMPT ORGANIZATIONS AND NOT TO INDIVIDUALS. GRANTS AND/OR PROJECT LOANS WILL BE MADE TO: A) THE MEMPHIS, TN COMMUNITY, PRINCIPALLY IN THE PERFORMING ARTS, B) THE NEW CANAAN, CT COMMUNITY, PRINCIPALLY IN ELDER CARE AND EDUCATION RELATED PROJECTS, AND C) WILDLIFE CONSERVATION. THE FOUNDATION EMPHASIZES 'VENTURE CAPITAL PHILANTHROPY' INCLUDING FEASIBILITY STUDIES AND START-UPS, AS WELL AS FUNDING FOR CAPITAL PROJECTS, WHICH ARE HARD TO FINANCE THROUGH TRADITIONAL SOURCES OR OPERATING BUDGETS. IT FURTHER EMPHASIZES FUNDING "LEVERAGE" THROUGH CHALLENGE GRANTS, MATCHING FUNDS AND PARTICIPATIONS WITH OTHER FOUNDATIONS. WHERE REQUESTED, FOUNDATION TRUSTEES/MEMBERS WILL ADDITIONALLY LEND THEIR TIME/EXPERTISE TO A SELECTED PROJECT.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

| RECIPIENT NAME AND ADDRESS                                                           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |        | PURPOSE OF GRANT OR CONTRIBUTION                                                 | AMOUNT  |
|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------|----------------------------------------------------------------------------------|---------|
|                                                                                      |                                                                                  |        |                                                                                  |         |
| AMERICAN BIRD CONSERVANCY<br>PO BOX 249, 4249 LOUDOUN AVENUE<br>THE PLAINS, VA 20198 | N/A                                                                              | PUBLIC | ECO-TOURISM LODGES; EXPAND RESERVES                                              | 75,000. |
| ARTSMEMPHIS<br>575 SOUTH MENDENHALL ROAD<br>MEMPHIS, TN 38117                        | N/A                                                                              | PUBLIC | TRAINING; EQUIPMENT & SOFTWARE; OSTRANDER RISING<br>STAR AWARD; ART IMPACT STUDY | 75,150. |
| ASSOCIATION OF SMALL FOUNDATIONS<br>1720 N STREET, NW<br>WASHINGTON, DC 20036        | N/A                                                                              | PUBLIC | GENERAL OPERATING FUNDS                                                          | 1,000.  |
| AUDUBON CONNECTICUT<br>613 RIVERSVILLE ROAD<br>GREENWICH, CT 06831                   | N/A                                                                              | PUBLIC | IBA PROGRAMS; BIRD RECORDINGS                                                    | 35,000. |
| BALLET MEMPHIS<br>7950 TRINITY ROAD<br>MEMPHIS, TN 38018                             | N/A                                                                              | PUBLIC | FOGGERS, SOUND & OTHER EQUIPMENT                                                 | 16,600. |
| BEALE STREET CARAVAN, INC.<br>88 UNION AVENUE<br>MEMPHIS, TN 38103                   | N/A                                                                              | PUBLIC | VIDEO PRODUCTION FOR WEBSITE; COMPUTERS                                          | 16,500. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                            |  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                             | AMOUNT  |
|-------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------|
| BRITISH SCHOOLS & UNIVERSITIES FOUNDATION<br>575 MADISON AVENUE, SUITE 1006<br>NEW YORK, NY 10022     |  | N/A<br>PUBLIC                                                                    | GLENALMOND COLLEGE; BOYS DORMITORY FURNISHINGS                               | 2,000.  |
| CENTER FOR CONTEMPORARY PRINTMAKING<br>299 WEST AVENUE, MATHEWS PARK<br>NORWALK, CT 06850             |  | N/A<br>PUBLIC                                                                    | INTERNATIONAL ARTISTS' PROGRAM                                               | 10,000. |
| CULTURAL DEVELOPMENT FOUNDATION OF MEMPHIS<br>516 TENNESSEE, SUITE 224<br>MEMPHIS, TN 38103           |  | N/A<br>PUBLIC                                                                    | GENERAL OPERATING FUNDS                                                      | 5,000.  |
| DORSET OPERA<br>BRYANSTON SCHOOL, BLANDFORD FORUM DT 11 OPX<br>STALBRIDGE<br>DORSET<br>UNITED KINGDOM |  | N/A<br>FOREIGN CHARITY                                                           | SOLOIST SPONSORSHIP - EXPENDITURE RESPONSIBILITY<br>- SEE SEPARATE STATEMENT | 10,000. |
| EARTHPLACE<br>PO BOX 165<br>WESTPORT, CT 06881                                                        |  | N/A<br>PUBLIC                                                                    | INTERNSHIPS; FUNDRAISER; WATER QUALITY MONITORING                            | 12,800. |
| ENVIRONMENTAL DEFENSE FUND<br>257 PARK AVENUE SOUTH<br>NEW YORK, NY 10010                             |  | N/A<br>PUBLIC                                                                    | GENERAL OPERATING FUNDS                                                      | 20,000. |

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                         | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |        | PURPOSE OF GRANT OR CONTRIBUTION                                    | AMOUNT  |
|------------------------------------------------------------------------------------|------------------------------------------------|--------|---------------------------------------------------------------------|---------|
|                                                                                    | FOUNDATION STATUS OF RECIPIENT                 |        |                                                                     |         |
| GREENWICH CHORAL SOCIETY<br>PO BOX 5<br>GREENWICH, CT 06836                        | N/A                                            | PUBLIC | GENERAL OPERATING SUPPORT                                           | 2,500.  |
| HATTILOO THEATRE<br>390 AVALON STREET<br>MEMPHIS, TN 38112                         | N/A                                            | PUBLIC | SECURITY CAMERA; THEATER IMPROVEMENTS                               | 12,330. |
| HORIZONS NATIONAL STUDENT ENRICHMENT PROGRAM<br>PO BOX 997<br>NEW CANAAN, CT 06840 | N/A                                            | PUBLIC | TEACHER AWARDS; CONSULTANT; SKILLS WORKSHOP;<br>MARKETING MATERIALS | 20,000. |
| MEMPHIS SYMPHONY ORCHESTRA<br>585 S. MENDENHALL ROAD<br>MEMPHIS, TN 38117          | N/A                                            | PUBLIC | MARKETING; SOUNDS SCREENS; GENERAL OPERATING<br>FUNDS               | 11,900. |
| NEW CANAAN COUNTRY SCHOOL<br>545 PONUS RIDGE<br>NEW CANAAN, CT 06840               | N/A                                            | PUBLIC | BUTTERFLY WAY STATION; OUTDOOR CLASSROOM;<br>BOARDWALK; BENCHES     | 22,500. |
| NEW CANAAN HISTORICAL SOCIETY<br>13 OENOKE RIDGE<br>NEW CANAAN, CT 06840           | N/A                                            | PUBLIC | GORES PAVILION; AUDIO/VIDEO SYSTEM & REPAIRS                        | 5,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |        | PURPOSE OF GRANT OR CONTRIBUTION               | AMOUNT  |
|-------------------------------------------------------------------------------|------------------------------------------------|--------|------------------------------------------------|---------|
|                                                                               | FOUNDATION STATUS OF RECIPIENT                 |        |                                                |         |
| NEW CANAAN PUBLIC ACCESS, INC.<br>PO BOX 1711<br>NEW CANAAN, CT 06840         | N/A                                            | PUBLIC | GENERAL OPERATING SUPPORT                      | 5,000.  |
| NEW CANAAN SOCIETY FOR THE ARTS<br>PO BOX 1044<br>NEW CANAAN, CT 06840        | N/A                                            | PUBLIC | GENERAL OPERATING SUPPORT                      | 2,500.  |
| NEW MEXICO WILDERNESS ALLIANCE, INC.<br>PO BOX 25464<br>ALBUQUERQUE, NM 87125 | N/A                                            | PUBLIC | NEWSLETTER; SOFTWARE; GENERAL OPERATING FUNDS  | 30,000. |
| NTS FOUNDATION USA<br>45 SCHOOL STREET, 3RD FLOOR<br>BOSTON, MA 02108         | N/A                                            | PUBLIC | GENERAL OPERATING FUNDS; EQUIPMENT; GARDEN ART | 39,300. |
| NURSING & HOME CARE, INC.<br>PO BOX 489<br>WILTON, CT 06897                   | N/A                                            | PUBLIC | TELEMEDICINE EQUIPMENT                         | 15,000. |
| OPERA MEMPHIS, INC.<br>6745 WOLF RIVER BLVD.<br>MEMPHIS, TN 38120             | N/A                                            | PUBLIC | GENERAL OPERATING SUPPORT                      | 5,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |        | PURPOSE OF GRANT OR CONTRIBUTION                                       | AMOUNT  |
|-------------------------------------------------------------------------------------------|------------------------------------------------|--------|------------------------------------------------------------------------|---------|
|                                                                                           | FOUNDATION STATUS OF RECIPIENT                 |        |                                                                        |         |
| PLAYHOUSE ON THE SQUARE<br>51 SOUTH COOPER STREET<br>MEMPHIS, TN 38104                    | N/A                                            | PUBLIC | SIGNAGE; SPONSORSHIP; STAR LIGHTS; COMPUTER;<br>TICKET SYSTEM TRAINING | 58,500. |
| SILVERMINE GUILD ARTS CENTER<br>1037 SILVERMINE ROAD<br>NEW CANAAN, CT 06840              | N/A                                            | PUBLIC | WEBSITE SUPPORT                                                        | 18,750. |
| STAMFORD SYMPHONY ORCHESTRA<br>263 TRESSER BLVD.<br>STAMFORD, CT 06901                    | N/A                                            | PUBLIC | SCHOLARSHIP PROGRAM; SPONSORSHIP RECITAL                               | 34,250. |
| STEPPING STONES MUSEUM FOR CHILDREN<br>303 WEST AVENUE, MATHEWS PARK<br>NORWALK, CT 06850 | N/A                                            | PUBLIC | MULTI MEDIA ROOM                                                       | 25,000. |
| SUMMER THEATRE OF NEW CANAAN<br>237 ELM STREET, 2ND FLOOR<br>NEW CANAAN, CT 06840         | N/A                                            | PUBLIC | SOFTWARE; GENERAL OPERATING SUPPORT                                    | 42,200. |
| THEATRE MEMPHIS<br>630 PERKINS EXTENDED<br>MEMPHIS, TN 38117                              | N/A                                            | PUBLIC | SOUND SYSTEM; COMPUTER UPGRADES; NEW STAGING SETS<br>& LIGHTING BOARD  | 24,975. |



FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND                                          |                                |  |                                  | AMOUNT  |
|-----------------------------------------------------------------------------------------|--------------------------------|--|----------------------------------|---------|
| RECIPIENT NAME AND ADDRESS                                                              | FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION |         |
| THEATREWORKS<br>2085 MONROE AVENUE<br>MEMPHIS, TN 38104                                 | N/A<br>PUBLIC                  |  | THEATRE RENOVATIONS              | 17,900. |
| WAVENY CARE CENTER<br>3 FARM ROAD<br>NEW CANAAN, CT 06840                               | N/A<br>PUBLIC                  |  | LONG TERM CARE TRACKING SYSTEM   | 12,500. |
| WILDLIFE CONSERVATION SOCIETY / BRONX ZOO<br>2300 SOUTHERN BOULEVARD<br>BRONX, NY 10460 | N/A<br>PUBLIC                  |  | BIRD TRACKING; EQUIPMENT         | 19,600. |
| WELLESLEY COLLEGE<br>106 CENTRAL STREET<br>WELLESLEY, MA 02481                          | N/A<br>PUBLIC                  |  | ENVIRONMENTAL STUDY              | 10,000. |
| PASS THRU PALLADIAN PARTNERS IV, LLC                                                    | N/A<br>PUBLIC                  |  |                                  | 18.     |
| PASS THRU PALLADIAN PARTNERS V-A, LLC                                                   | N/A<br>PUBLIC                  |  |                                  | 10.     |

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                   | AMOUNT  |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|---------|
| PASS THRU GT REAL PROPERTY HOLDINGS II, LLC                                    | N/A<br>PUBLIC                                                                    |                                                                    | 9.      |
| PASS THRU GT REAL PROPERTY HOLDINGS III, LLC                                   | N/A<br>PUBLIC                                                                    |                                                                    | 20.     |
| UNIVERSITY OF MEMPHIS FOUNDATION<br>PO BOX 1000, DPET 238<br>MEMPHIS, TN 38148 | N/A<br>PUBLIC                                                                    | REGIONAL COMPETITION EXPENSES                                      | 6,000.  |
| VOICES OF THE SOUTH<br>PO BOX 11222<br>MEMPHIS, TN 38111                       | N/A<br>PUBLIC                                                                    | GENERAL OPERATING SUPPORT                                          | 5,000.  |
| MEMPHIS BROOKS MUSEUM OF ART<br>1934 POPLAR AVENUE<br>MEMPHIS, TN 38104        | N/A<br>PUBLIC                                                                    | COMPUTERS; SECURITY UPGRADE; EQUIPMENT; GENERAL<br>OPERATING FUNDS | 26,825. |
| HARVARD BUSINESS SCHOOL<br>SOLDIERS FIELD<br>BOSTON, MA 02163                  | N/A<br>PUBLIC                                                                    | GENERAL OPERATING FUNDS                                            | 10,000. |

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |        | PURPOSE OF GRANT OR CONTRIBUTION                 | AMOUNT   |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------|--------------------------------------------------|----------|
|                                                                                |                                                                                  |        |                                                  |          |
| NATURAL RESOURCES DEFENSE COUNCIL<br>40 WEST 20TH STREET<br>NEW YORK, NY 10011 | N/A                                                                              | PUBLIC | GENERAL OPERATING FUNDS                          | 5,000.   |
| KIDS EMPOWERED BY YOUR SUPPORT, INC.<br>PO BOX 532<br>NEW CANAAN, CT 06840     | N/A                                                                              | PUBLIC | FUNDRAISER & STAFFING NEEDSFINANCE ADMIN SUPPORT | 10,000.  |
| TOTAL CONTRIBUTIONS PAID                                                       |                                                                                  |        |                                                  | 776,637. |